

12/23/96

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FL INCORPORATORS INC

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FLORIDA DIVISION OF CORPORATIONS

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FROM: FLORIDA INCORPORATORS, INC.
075350000473

ACCT#:

CONTACT: MARK HANKINS
PHONE: (305) 444-9508
(305) 444-4742

FAX #:

EFFECTIVE DATE
1-1-97

NAME: PROFESSIONAL BROKERS NETWORK, INC.

AUDIT NUMBER.....H96000017885

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

OF

PROFESSIONAL BROKERS NETWORK, INC.

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1-1-97

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE
FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION:

FIRST: The name of the corporation is PROFESSIONAL
BROKERS NETWORK, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the
corporate existence shall be January 1, 1997.

FOURTH: The purpose or purposes for which the corporation
is organized is to engage in the transaction of any or all lawful
business for which the corporation may be incorporated under the
provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
15 SIDONIA AVE., STE. 2
CORAL GABLES, FL 33134-3449
(305) 444-9509

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND AND TWENTY (1,020) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified is:

JAMES A. SCHULL
4328 Beau Rivage Circle
Lutz, Florida 33549-5352

DONALD P. CAMPBELL
8 Tam O'Shanter Lane
Boca Raton, Florida 33431

EDWIN V. PROUDFOOT
190 Tollgate Trail
Longwood, Florida 32750

SEVENTH: The name and address of the incorporator is:

JAMES A. SCHULL
4328 Beau Rivage Circle
Lutz, Florida 33549-5352

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

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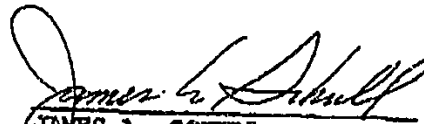
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JAMES A. SCHULL
4328 Beau Rivage Circle
Lutz, Florida 33549-5352

NINTH: The principal office of the corporation is:

PROFESSIONAL BROKERS NETWORK, INC.
4328 Beau Rivage Circle
Lutz, Florida 33549-5352

DATED: December 23, 1996


JAMES A. SCHULL
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


JAMES A. SCHULL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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